
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Guoco Group Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Guoco Group Limited. The directors of Guoco Group Limited collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading. Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



國浩集團有限公司
Guoco Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 53)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 4 of this circular. A notice convening the annual general meeting of Guoco Group Limited to be held at 50th Floor, The Center, 99 Queen's Road Central, Hong Kong on Friday, 27 November 2009 at 10:30 a.m. is set out on pages 11 to 14 of this circular. Whether or not you intend to attend the meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for holding the meeting or the adjourned meeting thereof as the case may be. Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

23 October 2009

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held on 27 November 2009 at 10:30 a.m.
“Board”	the board of directors of the Company
“Bye-Laws”	the Bye-Laws of the Company
“Company” or “GGL”	Guoco Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 October 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	share(s) of par value US\$0.50 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of United States of America

LETTER FROM THE BOARD



國浩集團有限公司
Guoco Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 53)

Executive Directors:

Quek Leng Chan (*Executive Chairman*)

Kwek Leng Hai (*President, CEO*)

Tan Lim Heng

James Eng, Jr.

Ding Wai Chuen

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal office:

50th Floor, The Center

99 Queen's Road Central

Hong Kong

Non-executive Director:

Kwek Leng San

Independent Non-executive Directors:

Sat Pal Khattar

Volker Stoeckel

Roderic N. A. Sage

23 October 2009

To GGL Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information in respect of resolutions to be proposed at the AGM for (i) the granting of general mandates to the Directors to issue and repurchase Shares and (ii) the re-election of Directors, and other relevant information regarding the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 21 November 2008, general mandates were given to the Directors to issue and repurchase Shares (collectively referred to as “Existing General Mandates”). The Existing General Mandates will lapse at the conclusion of the AGM. Accordingly, new general mandates to issue and to repurchase Shares of not more than 10% of the share capital of the Company in issue (“New General Mandates”) would be proposed to GGL shareholders at the AGM. Details of the proposed New General Mandates are set out in resolution nos. 7, 8 and 9 of the notice of the AGM on pages 11 to 14 of this circular. With reference to the New General Mandates, the Directors wish to state that, as at the date hereof, they have no immediate plans to repurchase any existing Shares or to issue any new shares pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to GGL shareholders in connection with the proposed New General Mandate to repurchase Shares up to 10% of the share capital of the Company in issue is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable GGL shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99, Messrs Sat Pal Khattar and James Eng, Jr. will retire from office by rotation at the AGM. In accordance with Code A.4.2 of the Code of Corporate Governance Practices of the Company, Mr Quek Leng Chan is willing to be subject to retirement by rotation and will retire from office at the AGM. Mr Roderic N. A. Sage, who was newly appointed as a Director on 2 October 2009, shall hold office until the AGM in accordance with Bye-Law 101. Mr James Eng, Jr. has indicated his intention not to offer himself for re-election as he has reached retirement age. Messrs Quek Leng Chan, Sat Pal Khattar and Roderic N. A. Sage, being eligible, offer themselves for re-election at the AGM and details of such Directors required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

RECOMMENDATION

The Directors believe that the granting of the New General Mandates and the re-election of the said Directors are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend GGL shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM on pages 11 to 14 of this circular.

AGM

A notice convening the AGM is set out on pages 11 to 14 of this circular.

No GGL shareholder is materially interested in the proposed resolutions to be considered at the AGM and therefore none of GGL shareholders shall abstain from voting in respect of such resolutions.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to the Bye-Laws.

A proxy form for use at the AGM is enclosed. GGL shareholders are requested to complete the proxy form and return it to the principal office of the Company at 50th Floor, The Center, 99 Queen's Road Central, Hong Kong in accordance with the instructions printed on it not less than 48 hours before the time fixed for holding the meeting, whether or not they intend to be present at the meeting.

Your attention is drawn to the information set out in Appendices I and II to this circular.

Yours faithfully,
By Order of the Board
Quek Leng Chan
Executive Chairman

APPENDIX I EXPLANATORY NOTES TO REPURCHASE MANDATE

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate (the “Repurchase Mandate”) to exercise all the powers of the Company to repurchase on the Stock Exchange the issued and fully paid Shares. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of passing the resolution.

GGL shareholders should note that the Repurchase Mandate covers repurchases made only during the period ending on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by its Bye-Laws or any applicable laws and the date upon which such authority is revoked or varied.

On the Latest Practicable Date, 329,051,373 Shares were in issue and fully paid. Assuming that there are no changes (from the Latest Practicable Date to the date of the AGM) in the Company’s issued and fully paid share capital, the maximum number of Shares that may be repurchased by the Company pursuant to the Repurchase Mandate will be 32,905,137.

DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates (as defined under the Listing Rules) has a present intention, in the event that the Repurchase Mandate is approved by GGL shareholders, to sell Shares to the Company on the Stock Exchange.

No persons who are connected persons (who are the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their associates (as defined in the Listing Rules)) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make repurchases of Shares, on the Stock Exchange.

DIRECTORS’ UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda and in accordance with the regulations set out in the Company’s Memorandum of Association and Bye-Laws.

EFFECT OF THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (“Takeovers Code”).

APPENDIX I EXPLANATORY NOTES TO REPURCHASE MANDATE

Based on the Company's record as at the Latest Practicable Date, GuoLine Overseas Limited ("GOL") and parties acting in concert with it held a beneficial interest of approximately 71.48% of the issued share capital of the Company. In the event of the Directors exercising in full the powers to repurchase Shares pursuant to the Repurchase Mandate, assuming that no Share is sold by GOL, the shareholding of GOL in the Company would be increased to approximately 79.42%. The Directors are not aware of any general offer obligation which will arise under Rule 26 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

PUBLIC FLOAT

The Directors do not have a present intention to exercise the Repurchase Mandate to such extent, causing the public float of the securities of the Company to fall below 25%.

LISTING RULES FOR REPURCHASE OF SHARES

Shareholders' Approval

The Listing Rules provide that all securities repurchased on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific resolution in relation to specific transaction.

Reasons for Repurchase

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

Source of Funds

Repurchases must be made from internal resources, borrowings and/or other funds legally available for the purpose in accordance with the Company's Memorandum of Association and Bye-Laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on the repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

On the basis of the consolidated financial position of the Company as at 30 June 2009 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position and gearing ratio of the Company

APPENDIX I EXPLANATORY NOTES TO REPURCHASE MANDATE

and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such repurchases were in the best interests of the Company.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

GENERAL

During each of the twelve months preceding, and up to, the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

Month	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
October	65.10	40.60
November	53.00	45.00
December	48.90	43.60
2009		
January	46.95	44.00
February	51.00	44.60
March	45.45	42.30
April	52.00	42.00
May	68.05	47.50
June	70.00	62.40
July	78.00	65.00
August	76.50	72.00
September	82.00	71.30
October (up to the Latest Practicable Date)	86.60	82.70

As required by the Listing Rules, the following are the particulars of the three Directors proposed to be re-elected at the AGM:

1. Mr Quek Leng Chan (“Mr Quek”), aged 66, has been the Executive Chairman since 1990 and is the Chairman of the Board Remuneration Committee (“BRC”) of the Company. He qualified as a Barrister-at-Law from Middle Temple, United Kingdom and has extensive business experience in various business sectors, including financial services, manufacturing and real estate.

Mr Quek is the Chairman and CEO and a shareholder of Hong Leong Company (Malaysia) Berhad, the Company’s ultimate holding company. He is also the Chairman and sole shareholder of HL Holdings Sdn Bhd, a deemed substantial shareholder of the Company. He is a director and shareholder of Davos Investment Holdings Private Limited and a director of Hong Kong Investment Holdings Pte Ltd, both of which are deemed substantial shareholders of the Company. He holds directorships in the Company’s key listed subsidiaries and associated companies, including as a director of GuocoLand Limited (“GLL”); as the Executive Chairman of GuocoLeisure Limited (“GL”) and GuocoLand (Malaysia) Berhad; and as the Chairman of Hong Leong Financial Group Berhad, Hong Leong Bank Berhad and HLG Capital Berhad. He is also the Executive Chairman of other Malaysian listed public companies, namely Hong Leong Industries Berhad, Hume Industries (Malaysia) Berhad and Narra Industries Berhad. He was a past Executive Chairman of O.Y.L. Industries Bhd and Camerlin Group Berhad which had been delisted from Bursa Malaysia Securities Berhad. Save as disclosed, he has not held any directorship in other listed public companies during the last three years.

Mr Quek is a brother of Mr Kwek Leng Hai, the President and CEO of the Company, and Mr Kwek Leng San, a Non-executive Director of the Company. He is a cousin of Mr Kwek Leng Kee, a deemed substantial shareholder of the Company. Save as aforesaid, he is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Quek has a personal interest of 1,656,325 Shares and a corporate interest of 244,425,391 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

There is no service contract being executed between Mr Quek and the Company. There is no specific term on the length of service of Mr Quek with the Company. Mr Quek is willing to be subject to the retirement by rotation provisions as set out in the Bye-Laws to comply with relevant provisions of the Code of Corporate Governance Practices. Mr Quek will retire and being eligible, will offer himself for re-election at the AGM. The proposed Director’s fee of HK\$270,000 payable to Mr Quek for the financial year ended 30 June 2009 is subject to GGL shareholders’ approval at the AGM.

Save as disclosed above, there are no other matters concerning Mr Quek that need to be brought to the attention of GGL shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

2. Mr Sat Pal Khattar (“Mr Khattar”), aged 66, is an Independent Non-executive Director since 1991 and is the Chairman of the Board Audit Committee (“BAC”) of the Company. He obtained a LLM degree and a LLB (Hons) degree from the University of Singapore.

Mr Khattar is the Chairman and an independent non-executive director of GLL and GL respectively, subsidiaries of the Company listed in Singapore. He is also a director of Haw Par Corporation Limited listed in Singapore as well as Gateway Distriparks Ltd and India Infoline Ltd listed in India. Mr Khattar now chairs Khattar Holdings Pte Ltd, an investment group based in Singapore. Save as disclosed, he has not held any directorship in other listed public companies during the last three years.

Mr Khattar is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Khattar had a corporate interest of 691,125 Shares within the meaning of Part XV of the SFO.

There is no service contract being executed between Mr Khattar and the Company. Mr Khattar is not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-Laws. Mr Khattar will retire and being eligible, will offer himself for re-election at the AGM. The proposed Director’s fee of HK\$300,000 payable to Mr Khattar for the financial year ended 30 June 2009 is subject to GGL shareholders’ approval at the AGM.

Save as disclosed above, there are no other matters concerning Mr Khattar that need to be brought to the attention of GGL shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

3. Mr Roderic N. A. Sage (“Mr Sage”), aged 56, is an Independent Non-executive Director (“INED”) since October 2009 and is the member of both the BAC and the BRC. He has been granted fellow status with the Institute of Chartered Accountants in England and Wales and with the Hong Kong Institute of Certified Public Accountants. He is also an associate member of the Institute of Taxation in England. He has over 30 years’ experience in accounting, international tax planning and investment structuring enhanced by considerable knowledge of cross-boarder and onshore and offshore transactions and structures.

He is an INED of Tai Ping Carpets International Limited listed in Hong Kong and the Alpha Tiger Fund listed on London’s Alternative Investment Market. Save as disclosed, he has not held any directorship in other listed public companies during the last three years.

Mr Sage is the Chief Executive Officer of a specialist tax, corporate services and trust consultancy firm in Hong Kong. Prior to that, he had worked with KPMG Hong Kong over 20 years until 2003, as a senior partner and member of the management board of KPMG. Mr Sage is a Convenor of the Financial Reporting Review Panel of Hong Kong's Financial Reporting Council, an independent body tasked to investigate auditing and accounting irregularities in respect of listed entities.

Mr Sage is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Sage did not have any interest in Shares within the meaning of Part XV of the SFO.

There is no service contract being executed between Mr Sage and the Company. Mr Sage is not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-Laws. Mr Sage will retire and being eligible, will offer himself for re-election at the AGM. Mr Sage is not entitled to any Director's fee for the year ended 30 June 2009 as he was newly appointed as a Director on 2 October 2009. He will be entitled to a director's fee which will be proposed by the Board and subject to GGL shareholders' approval at the 2010 annual general meeting of the Company.

Save as disclosed above, there are no other matters concerning Mr Sage that need to be brought to the attention of GGL shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



國浩集團有限公司 Guoco Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 53)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Guoco Group Limited (“the Company”) will be held at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 27 November 2009 at 10:30 a.m. for the following purposes:

As Ordinary Business:

1. To lay before the meeting the audited Statement of Accounts together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2009.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2009. (Resolution 2)
4. To re-elect the following retiring Directors:
 - A. Mr Quek Leng Chan (Resolution 3)
 - B. Mr Sat Pal Khattar (Resolution 4)
 - C. Mr Roderic N. A. Sage (Resolution 5)
5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration. (Resolution 6)

As Special Business:

6. To consider and, if thought fit, pass with or without amendments the following as ordinary resolutions:
 - A. **“THAT:** (Resolution 7)
 - (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws and the Bye-Laws of the Company, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of shares of the Company to be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

B. **“THAT:**

(Resolution 8)

(a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to:

- (i) a Rights Issue;
- (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
- (iii) the exercise of any option under the Company’s share option schemes; or
- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company,

shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and this approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

- C. “**THAT** conditional upon the passing of resolution nos. 7 and 8 of the notice (Resolution 9) convening this meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution no. 8 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 7, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 23 October 2009

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company.
2. In order to be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 50th Floor, The Center, 99 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting thereof), as the case may be. Completion and return of the proxy form will not preclude the shareholders from attending and voting at the meeting (or any adjourned meeting thereof) if shareholders so wish.
3. The Register of Members of the Company will be closed from 24 November 2009 to 27 November 2009, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend and to attend and vote in the meeting convened by this notice, all share transfers accompanied by the requisite share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 23 November 2009.